

ARTICLES OF ORGANIZATION
OF
PHOENIX INTERNATIONAL, LLC

The undersigned individuals, acting as the organizers, form a limited liability company under the Indiana Business Flexibility Act, Ind. Code §23-18-1, *et seq.* ("*Act*"), and adopt as the Articles of Organization of such limited liability company the following:

ARTICLE 1. NAME. The name of the limited liability company shall be Phoenix International, LLC ("*Company*").

ARTICLE 2. REGISTERED OFFICE AND REGISTERED AGENT.

2.1 The street address of the registered office of the Company in Indiana is 2713 Ferguson Road, Fort Wayne, Indiana 46809.

2.2 The name of the registered agent of the Company is Benjamin Tyler Tiberius.

ARTICLE 3. DURATION. The Company's duration shall be perpetual, unless the Company is dissolved in accordance with the Company's Operating Agreement, as amended ("*Operating Agreement*"), or the Act.

ARTICLE 4. EFFECTIVE DATE OF EXISTENCE. The effective date of the Company's existence is the date that these Articles of Organization are filed with the Indiana Secretary of State.

ARTICLE 5. MANAGEMENT. The Company shall be managed by a Manager with such powers, duties, and liabilities as provided in the Act and the Operating Agreement.

ARTICLE 6. LIMITATION OF POWERS. The Company shall have all powers permitted under the Act.

IN WITNESS WHEREOF, the undersigned persons have executed these Articles of Organization as of this 29th day of December, 2011. (b) (6)

(b) (6)

APPROVED AND FILED
CHARLES P. WHITE
INDIANA SECRETARY OF STATE
12/29/2011 9:33 AM

ARTICLES OF ORGANIZATION

Formed pursuant to the provisions of the Indiana Business Flexibility Act.

ARTICLE I - NAME AND PRINCIPAL OFFICE

PHOENIX INTERNATIONAL, LLC

2713 FERGUSON ROAD, FORT WAYNE, IN 46809

ARTICLE II - REGISTERED OFFICE AND AGENT

(b) (6)

2713 FERGUSON ROAD, FORT WAYNE, IN 46809

ARTICLE III - GENERAL INFORMATION

What is the latest date upon which the entity is to Perpetual
dissolve?:

Who will the entity be managed by?: Managers

Effective Date: 12/29/2011

Electronic Signature: (b) (6)

(b) (6)



February 11, 2014

Advanced Tactical Ordnance Systems LLC
Attention: Manager

Re: Transfer of Assets of PepperBall Technologies, Inc. and PepperBall Technologies – CA, Inc. to Advance Tactical Ordnance Systems LLC dba PepperBall Technologies

To whom it may concern:

I am rendering this opinion as counsel to Advance Tactical Ordnance Systems LLC, an Indiana limited liability company (“ATO”), formerly known as Phoenix International, LLC, which does business under the name PepperBall Technologies, in connection with its acquisition of all of the tangible and intangible assets of by PepperBall Technologies, Inc., a Colorado Corporation (“PepperBall”) and PepperBall Technologies – CA, Inc., a Delaware corporation (“PepperBall – CA”) on January 9, 2012.

I opine as follows:

1. All of the tangible and intangible assets of PepperBall and PepperBall – CA were sold at a public sale in San Diego, California on January 9, 2012 (the “Sale”) under and in accordance with the Uniform Commercial Code (“UCC”) then in effect in the states of Delaware, Colorado and California;
2. The Sale was conducted in accordance with the UCC and other applicable laws then in effect Delaware, Colorado and California;
3. Due notice of the Sale was given prior to the conduct of the sale in accordance with laws of Delaware, Colorado and California;
4. As a result of the Sale, ATO acquired good and lawful title to all of the tangible and intangible assets of PepperBall and PepperBall – CA on January 9, 2012;
5. Based solely on my knowledge, on January 24, 2012, ATO adopted the assumed name PepperBall Technologies by filing an Assumed Name Certificate with the Indiana Secretary of State authorizing ATO to transact business under the name PepperBall Technologies.

Advanced Tactical Ordinance Systems LLC

Attention: Manager

February 11, 2014

Page 2 of 2

I am an attorney licensed to practice law in the State of Illinois. I am not licensed in any state other than the State of Illinois. My opinion is based on the knowledge of the facts and circumstances giving rise to the Sale as I represented ATO in connection with the Sale.

The opinions expressed above concern only the effect of the laws (excluding the principles of conflict of laws) of Delaware, Colorado and California and the United States of America as in effect on January 9, 2012. I assume no obligation to supplement this opinion if any applicable laws change after the date of this opinion, or if I become aware of any facts that might change the opinions expressed above after the date of this opinion.

This opinion is subject to the effect of applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting the rights of creditors generally and the effect of the exercise of judicial discretion in accordance with general principles of equity (whether applied by a court of law or of equity) with regard to the Sale, PepperBall and PepperBall – CA.

This opinion is being rendered solely in connection with ATO's assumption of PepperBall's and/or PepperBall – CA's rights and obligations in and to that certain contract or contracts with the United States Government, General Services Administration ("GSA") for the sale of non-lethal pellets that are now being manufactured and sold by ATO. This opinion may not be used for any other purpose or by anyone other than the GSA.

Very truly yours,

(b) (6)

A large black rectangular redaction box covers the signature area. To the left of the box, the text "(b) (6)" is written in red. A handwritten checkmark is visible to the right of the redaction box.

Advanced Tactical Ordnance Systems LLC
BALANCE SHEET
As of Jan 31, 2012
(preliminary unaudited, in thousands)

Jan FY-12

ASSETS

Current Assets:

| | |
|--|------------|
| Cash | \$ 9 |
| Accounts receivable, net of allowance for doubtful accounts and returns of \$5,000 | 70 |
| Inventories | 70 |
| Prepaid expense and other current assets | 11 |
| Total current assets | <u>160</u> |

| | |
|-----------------------------|----|
| Property and equipment, net | 99 |
|-----------------------------|----|

| | |
|---------------------------|-----|
| Patents | 462 |
| Deposits and other assets | 1 |

| |
|---------------|
| <u>\$ 722</u> |
|---------------|

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:

| | |
|--|------------|
| Accounts payable | \$ 45 |
| Accrued expenses | 22 |
| Current portion loans payable | 114 |
| Current portion purchase price guarantee | 60 |
| Total current liabilities | <u>241</u> |

Other liabilities:

| | |
|--|------------|
| Purchase Price Guarantee, net of current portion | <u>340</u> |
| Total Other Liabilities | <u>340</u> |

| | |
|----------------------------|------------|
| Owner's Equity | 200 |
| Accumulated deficit | (59) |
| Total stockholders' equity | <u>141</u> |

| |
|---------------|
| <u>\$ 722</u> |
|---------------|



Business Entities (BE)

- Online Services

 - [Business Search](#)
 - [Disclosure Search](#)
 - [E-File Statements](#)
 - [Processing Times](#)
- [Main Page](#)
- [Service Options](#)
- [Name Availability](#)
- [Forms, Samples & Fees](#)
- [Annual/Biennial Statements](#)
- [Filing Tips](#)
- [Information Requests](#)
 (certificates, copies & status reports)
- [Service of Process](#)
- [FAQs](#)
- [Contact Information](#)
- Resources

 - [Business Resources](#)
 - [Tax Information](#)
 - [Starting A Business](#)
 - [International Business Relations Program](#)
- Customer Alerts

 - [Business Identity Theft](#)
 - [Misleading Business Solicitations](#)

Business Entity Detail

Data is updated weekly and is current as of Friday, October 05, 2012. It is not a complete or certified record of the entity.

| | |
|-------------------------------|---|
| Entity Name: | ADVANCED TACTICAL ORDNANCE SYSTEMS, LLC |
| Entity Number: | 201220810161 |
| Date Filed: | 07/16/2012 |
| Status: | ACTIVE |
| Jurisdiction: | INDIANA |
| Entity Address: | 2713 FERGUSON RD |
| Entity City, State, Zip: | FORT WAYNE IN 46809 |
| Agent for Service of Process: | (b) (6) |
| Agent Address: | 744 NARDO RD APT A |
| Agent City, State, Zip: | ENCINITAS CA 92024 |

* Indicates the information is not contained in the California Secretary of State's database.

* **Note:** If the agent for service of process is a corporation, the address of the agent may be requested by ordering a status report.

- For information on checking or reserving a name, refer to [Name Availability](#).
- For information on ordering certificates, copies of documents and/or status reports or to request a more extensive search, refer to [Information Requests](#).
- For help with searching an entity name, refer to [Search Tips](#).
- For descriptions of the various fields and status types, refer to [Field Descriptions and Status Definitions](#).

[Modify Search](#)
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Business Entities (BE)

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[New Search](#)
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ATO Systems, LLC
BALANCE SHEET
As of Nov. 30, 2013
(preliminary unaudited, in thousands)

| | <u>Nov FY2013</u> |
|---|-------------------|
| ASSETS | |
| Current Assets: | |
| Cash | \$ 481 |
| Accounts receivable, net of allowance for doubtful accounts and returns of \$13,000 | 730 |
| Inventory | 500 |
| Prepaid expense and other current assets | 80 |
| Total Current Assets | <u>1,791</u> |
| Property and Equipment, net | 208 |
| Patents | 723 |
| Deposits and Other Assets | <u>192</u> |
| | <u>\$ 2,914</u> |
| LIABILITIES AND MEMBERS' EQUITY | |
| Current Liabilities: | |
| Accounts payable | \$ 358 |
| Accrued expenses | 380 |
| Current portion loans payable | 64 |
| Total Current Liabilities | <u>802</u> |
| Non-Current Liabilities: | |
| Purchase Price Guarantee, net of current portion | 206 |
| Other Liabilities | 240 |
| Total Non-Current Liabilities | <u>446</u> |
| Members' Equity | 200 |
| Members' Distribution | (959) |
| Accumulated Earnings | 2,425 |
| Total Members' Equity | <u>1,666</u> |
| | <u>\$ 2,914</u> |

Company Confidential

ATO Systems, LLC
STATEMENT OF OPERATIONS
Eleven Months Ended Nov. 30, 2013
(Preliminary Unaudited, in thousands)

| | <u>Nov FY2013</u> | | <u>2013YTD</u> | |
|-----------------------------------|-------------------|-----------|----------------|--------------|
| Revenues | \$ | 263 | \$ | 4,568 |
| Cost of goods sold | | <u>56</u> | | <u>905</u> |
| | | 21% | | 20% |
| Gross margin | | 207 | | 3,663 |
| | | 79% | | 80% |
| Operating expenses: | | | | |
| Sales and marketing | | 59 | | 559 |
| | | 22% | | 12% |
| General and administration | | <u>92</u> | | <u>988</u> |
| | | 35% | | 22% |
| | | 151 | | 1,547 |
| | | 57% | | 34% |
| Operating income (loss) | | 56 | | 2,116 |
| | | 21% | | 46% |
| Interest expense, net | | - | | 5 |
| | | 0% | | 0% |
| Other Income (expense) | | <u>-</u> | | <u>-</u> |
| Income (loss) before income taxes | | 56 | | 2,111 |
| | | 21% | | 46% |
| Provision for income taxes | | <u>-</u> | | <u>-</u> |
| Net income (loss) | \$ | <u>56</u> | \$ | <u>2,111</u> |
| | | 21% | | 46% |

Company Confidential

Novation Agreement

The PEPPERBALL TECHNOLOGIES INC (Transferor), a corporation duly organized and existing under the laws of CALIFORNIA with its principal office in SAN DIEGO; the ADVANCED TACTICAL ORDNANCE SYSTEMS, LLC/DBA PEPPERBALL TECHNOLOGIES (Transferee), a corporation duly organized and existing under the laws of INDIANA with its principal office in FORT WAYNE; and the United States of America (Government) enter into this Agreement as of JANUARY 9, 2012.

(a) The parties agree to the following facts:

(1) The Government, represented by various Contracting Officers of the ALL ORDERS FOR GSA CONTRACT FF0067M, has entered into certain contracts with the Transferor, namely: PEPPERBALL TECHNOLOGIES INC. The term "the contracts," as used in this Agreement, means the above contracts and purchase orders and all other contracts and purchase orders, including all modifications, made between the Government and the Transferor before the effective date of this Agreement (whether or not performance and payment have been completed and releases executed if the Government or the Transferor has any remaining rights, duties, or obligations under these contracts and purchase orders). Included in the term "the contracts" are also all modifications made under the terms and conditions of these contracts and purchase orders between the Government and the Transferee, on or after the effective date of this Agreement.

(2) As of JANUARY 9, 2012, the Transferor has transferred to the Transferee all the assets of the Transferor by virtue of a FORECLOSURE SALE between the Transferor and the Transferee.

(3) The Transferee has acquired all the assets of the Transferor by virtue of the above transfer.

(4) The Transferee has assumed all obligations and liabilities of the Transferor under the contracts by virtue of the above transfer.

(5) The Transferee is in a position to fully perform all obligations that may exist under the contracts.

(6) It is consistent with the Government's interest to recognize the Transferee as the successor party to the contracts.

(7) Evidence of the above transfer has been filed with the Government. *[When a Change-of-Name is also involved; e.g., a prior or concurrent change of the Transferee's name, an appropriate statement shall be inserted (see example in paragraph (8) of this Agreement)].*

(b) In consideration of these facts, the parties agree that by this Agreement-

(1) The Transferor confirms the transfer to the Transferee, and waives any claims and rights against the Government that it now has or may have in the future in connection with the contracts.

(2) The Transferee agrees to be bound by and to perform each contract in accordance with the conditions contained in the contracts. The Transferee also assumes all obligations and liabilities of, and all claims against, the Transferor under the contracts as if the Transferee were the original party to the contracts.

(3) The Transferee ratifies all previous actions taken by the Transferor with respect to the contracts, with the same force and effect as if the action had been taken by the Transferee.

(4) The Government recognizes the Transferee as the Transferor's successor in interest in and to the contracts. The Transferee by this Agreement becomes entitled to all rights, titles, and interests of the Transferor in and to the contracts as if the Transferee were the original party to the contracts. Following the effective date of this Agreement, the term "Contractor," as used in the contracts, shall refer to the Transferee.

(5) Except as expressly provided in this Agreement, nothing in it shall be construed as a waiver of any rights of the Government against the Transferor.

(6) All payments and reimbursements previously made by the Government to the Transferor, and all other previous actions taken by the Government under the contracts, shall be considered to have discharged those parts of the Government's obligations under the contracts. All payments and reimbursements made by the Government after the date of this Agreement in the name of or to the Transferor shall have the same force and effect as if made to the Transferee, and shall constitute a complete discharge of the Government's obligations under the contracts, to the extent of the amounts paid or reimbursed.

(7) The Transferor and the Transferee agree that the Government is not obligated to pay or reimburse either of them for, or otherwise give effect to, any costs, taxes, or other expenses, or any related increases, directly or indirectly arising out of or resulting from the transfer or this Agreement, other than those that the Government in the absence of this transfer or Agreement would have been obligated to pay or reimburse under the terms of the contracts.

(8) The Transferor guarantees payment of all liabilities and the performance of all obligations that the Transferee-

(i) Assumes under this Agreement; or

(ii) May undertake in the future should these contracts be modified under their terms and conditions. The Transferor waives notice of, and consents to, any such future modifications.

(9) The contracts shall remain in full force and effect, except as modified by this Agreement. Each party has executed this Agreement as of the day and year first above written.

United States of America,

By _____

Title _____

PEPPERBALL TECHNOLOGIES INC

By _____ COMPANY IS CLOSED _____

ADVANCED TACTICAL ORDNANCE SYSTEMS, LLC/DBA PEPPERBALL TECHNOLOGIES

(b) (6)

Title _____ Managing Member _____



PepperBall™

ATO Systems / PepperBall Technologies
2713 West Ferguson Road
Fort Wayne, IN 46809
July 18, 2012

Loren Kolba
Contract Specialist - 7QSABA
Law Enforcement and Security Branch
GSA, FAS, Greater Southwest Acquisition Center

Dear Loren:

Per your request, please consider this letter our formal request to update our GSA Contract with the correct updated information as below: Our GSA Contract Number is **FF0067M**:

Current Contract Information:

PepperBall Technologies, Inc.
6142 Nancy Ridge Drive, Suite 101
San Diego, CA 92121
EIN: 33-0925906
DUNS: 003207003

Please Change Contract Information to:

Advanced Tactical Ordnance Systems, LLC
DBA PepperBall Technologies
2713 West Ferguson Road
Fort Wayne, IN 46809
EIN#: 45-4117961
DUNS: 078537385

Please contact me if there are any questions.

Sincerely,

(b) (6)



State of California
Secretary of State

CERTIFICATE OF REGISTRATION

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the 16th day of July, 2012, **ADVANCED TACTICAL ORDNANCE SYSTEMS, LLC**, complied with the requirements of California law in effect on that date for the purpose of registering to transact intrastate business in the State of California; and further purports to be a limited liability company organized and existing under the laws of Indiana as **ADVANCED TACTICAL ORDNANCE SYSTEMS, LLC** and that as of said date said limited liability company became and now is duly registered and authorized to transact intrastate business in the State of California, subject, however, to any licensing requirements otherwise imposed by the laws of this State.

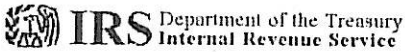
IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
July 30, 2012.



(b) (6)

DEBRA BOWEN
Secretary of State

ed



OGDEN UT 84201-0038

In reply refer to: 0443775368
Dec. 05, 2012 LTR 147C 0
45-4117961 000000 00
00003507
BODC: SB

ADVANCED TACTICAL ORDNANCE SYSTEMS
LLC

(b) (6)

2715 W FERGUSON RD
FORT WAYNE IN 46809-3202

013140

Employer Identification Number: 45-4117961

Dear Taxpayer:

This is in response to the inquiry of Nov. 26, 2012, from your representative Sherry Adamson. We have no record that you authorized her to act for you in this matter. Please notify her that we've replied directly to you. Complete Form 2848, Power of Attorney and Declaration of Representative to authorize a third party to represent you. Complete Form 8821, Tax Information Authorization to designate someone to inspect and/or receive your confidential tax information. You can visit our website at www.irs.gov or call us for more information about these forms.

Your Employer Identification Number (EIN) is 45-4117961. Please keep this letter in your permanent records. Enter your name and EIN on all federal business tax returns and on related correspondence.

If you need forms, schedules, or publications, you can obtain them by visiting the IRS web site at www.irs.gov or by calling toll free at 1-800-TAX-FORM (1-800-829-3676).

Please call our toll-free telephone number at 1-800-829-0115 with any questions you may have.

You also can write to us at the address shown at the top of this letter's first page.

When you write to us, please attach this letter and, in the spaces below, give us your telephone number with the hours we can reach you in case we need more information. You also may want to keep a copy of this letter for your records.

Telephone Number () _____ Hours _____

We apologize for any inconvenience we may have caused you, and thank you for your cooperation.

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greetings:

I, (b) (6) do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

PHOENIX INTERNATIONAL, LLC

duly filed the requisite documents to commence business activities under the laws of State of Indiana on December 29, 2011, and was in existence or authorized to transact business in the State of Indiana on February 06, 2012.

I further certify this Domestic Limited Liability Company (LLC) has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Sixth Day of February, 2012.

(b) (6)

Charles P. White, Secretary of State

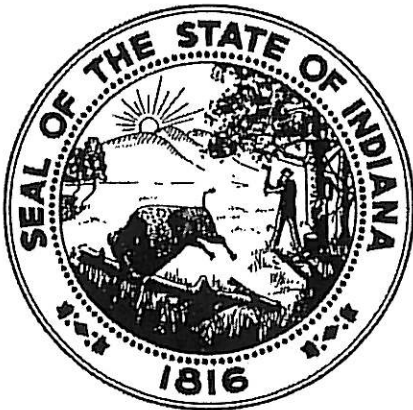
2011122900128 / 2012020671792

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF ORGANIZATION
of
PHOENIX INTERNATIONAL, LLC**

I, Charles P. White, Secretary of State of Indiana, hereby certify that Articles of Organization of the above Domestic Limited Liability Company (LLC) has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, December 29, 2011.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 29, 2011

(b) (6)

CHARLES P. WHITE,
SECRETARY OF STATE

State of Indiana
Office of the Secretary of State

CERTIFICATE OF ASSUMED BUSINESS NAME
of

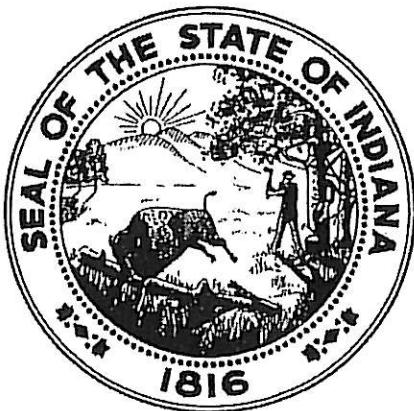
PHOENIX INTERNATIONAL, LLC

I, Charles P. White, Secretary of State of Indiana, hereby certify that Certificate of Assumed Business Name of the above Domestic Limited Liability Company (LLC) has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

Following said transaction the entity named above will be doing business under the assumed business name(s) of:

PEPPERBALL TECHNOLOGIES

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, January 24, 2012.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 24, 2012

(b) (6)

CHARLES P. WHITE,
SECRETARY OF STATE

State of Indiana
Office of the Secretary of State
CERTIFICATE OF AMENDMENT
of
PHOENIX INTERNATIONAL, LLC

I, Connie Lawson, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Domestic Limited Liability Company (LLC) has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

The name following said transaction will be:

ADVANCED TACTICAL ORDINANCE SYSTEMS LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, May 25, 2012.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 25, 2012

(b) (6)

CONNIE LAWSON,
SECRETARY OF STATE

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF AMENDMENT
of**

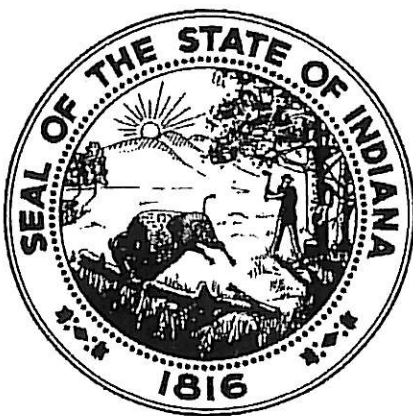
ADVANCED TACTICAL ORDINANCE SYSTEMS LLC

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(b) (6)

CONNIE LAWSON,
SECRETARY OF STATE

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
5/25/2012 4:19 PM

ARTICLES OF AMENDMENT

Formed pursuant to the provisions of the Indiana Business Flexibility Act.

ENTITY NAME

ADVANCED TACTICAL ORDINANCE SYSTEMS LLC

The name following said transaction will be:
ADVANCED TACTICAL ORDINANCE SYSTEMS LLC

Creation Date: 12/29/2011

PRINCIPAL OFFICE ADDRESS

2713 FERGUSON ROAD, FORT WAYNE, IN 46809

REGISTERED OFFICE AND AGENT

(b) (6)

2713 FERGUSON ROAD, FORT WAYNE, IN 46809

GENERAL INFORMATION

What is the latest date upon which the entity is to Perpetual
dissolve?:

Who will the entity be managed by?: Managers

Effective Date: 5/25/2012

Electronic Signature: (b) (6)

Signator's Title: ATTORNEY